

MAYER • BROWN

Mayer Brown LLP
700 Louisiana Street
Suite 3400
Houston, Texas 77002-2730

Main Tel +1 713 238 3000
Main Fax +1 713 238 4888
www.mayerbrown.com

Andres G. Romay

Direct Tel +1 713 238 2694
Direct Fax +1 713 238 4694
aromay@mayerbrown.com

February 8, 2011

BY EMAIL

Counsel for Debtors

William Wallander
Clayton Hufft

The United States Trustee

Nancy Resnick

Counsel for Creditor's Committee

Richard M. Roberson
Michael S. Hayes

Re: In re TriDimension Energy, LP (Case No. 10-33565-SGJ)

Dear All:

Pursuant to (i) Paragraph 15 of the Court's Agreed Final Order Authorizing Use of Cash Collateral, Authorizing Credit Secured By Senior Liens, and Granting Adequate Protection To Existing Lienholders entered on June 29, 2010 (Docket No. 184) ("DIP Order") and (ii) Paragraph 16 of the Court's Second Agreed Final Order Authorizing Credit Secured By Senior Liens, and Granting Adequate Protection to Existing Lienholders entered on October 29, 2010 (Docket No. 401) ("Additional DIP Order"), enclosed please find (i) an invoice in the amount of \$51,290.09 from Mayer Brown LLP with respect to fees incurred in the time period from December 1, 2010 through December 31, 2010, and (ii) an invoice in the amount of \$46,190.50 from Conway MacKenzie with respect to fees incurred in the time period from December 1, 2010 through December 31, 2010.

Please let me know if there are any questions.

Sincerely,



Andres G. Romay

MAYER • BROWN

January 31, 2011

Mayer Brown LLP
230 South LaSalle Street
Chicago, IL 60604-1404

Invoice Number: 34286887

Main Tel: +1 312 782 0600
Main Fax: +1 312 701 7711
www.mayerbrown.com

Amegy Bank
2501 North Harwood, 16th Floor
Dallas, TX 75201

Firm Tax ID No: 36-1447220

Attn: John G. Murray

For professional services rendered for the period ended December 31, 2010

Re: Tri-Dimension Energy
Matter No: 10100468

Fees	\$49,476.25
Disbursements	<u>1,813.84</u>
Total Fees and Disbursements	<u>\$51,290.09</u>

Reminder statements will be sent for outstanding invoices.

Mayer Brown LLP

10100468
Amegy Bank
Tri-Dimension Energy

Page 2
Kelley, Charles S.

<u>DESCRIPTION OF LEGAL SERVICES</u>			
<u>Date</u>	<u>Timekeeper Name</u>		<u>Hours</u>
12/01/10	Kelley, Charles S.	Status update with Moore and Wallander on sale and on environmental issues; conference with H. Holmes [REDACTED]; conference with Debtors' counsel re same; conference with C. Rogers on enviro dispute notice and issues; conference call with CMI, MB, VE and FTI regarding budget and issues.	3.00
12/01/10	Romay, Andres G.	Conference call with VE and Committee to discuss status of sale; conference call with Jeff Huddleston to discuss [REDACTED]; review two week budget.	2.25
12/02/10	Kelley, Charles S.	Attention to Stephens pleading and success fee request; conference with Wallander re budget; conference with Huddleston re same; conference with Wallander and Perry regarding budget and progressing it to closing.	2.00
12/02/10	Romay, Andres G.	Call with Jeff Huddleston [REDACTED]; call with Charles Kelley [REDACTED]; conference call with Bill Wallander to discuss budget; review revised budget.	1.25
12/03/10	Kelley, Charles S.	Attention to shorter budget and issues per Huddleston; conference with Huddleston re same; conference with H. Holmes [REDACTED]	1.50
12/05/10	Kelley, Charles S.	Review Vada pleadings and issues with District Court.	0.50
12/06/10	Kelley, Charles S.	Review delay rental issue with Moore re Catahoula lake; attention to budget adjustments per FTI; attention to issues for closing with Sanchez; conference with Wallander re timing and expeditiously closing on transaction; respond to inquiries [REDACTED]; review correspondence from Vada.	3.00
12/06/10	Romay, Andres G.	Review and analyze district court's order denying Vada Group's motion for stay pending appeal.	0.25
12/07/10	Kelley, Charles S.	Review Vada mandamus petition and issues; review issues on decline of stay order by District Court; attention to Fifth Circuit issues on Mandamus; attention to issues on state lease renewals [REDACTED]; conference with R. Moore re state lease renewals; review committee letter re preservation of documents and materials.	3.50
12/07/10	Romay, Andres G.	Call from Clay Hufft to discuss updated budget and approval for certain costs and expenses; review and redact invoices from Conway MacKenzie; review and	2.75

Mayer Brown LLP

10100468
Amegy Bank
Tri-Dimension Energy

Page 3
Kelley, Charles S.

<u>DESCRIPTION OF LEGAL SERVICES</u>		
<u>Date</u>	<u>Timekeeper Name</u>	<u>Hours</u>
	redact invoices from Mayer Brown; review updated budget; review Vada's petition to the Fifth Circuit.	
12/08/10	Kelley, Charles S. Attention to supplemental budget and issues on closing; [REDACTED]; attention to and review of Vada petition; review potential response and supplements of Lenders thereto; respond to Court inquiry; review order of Court and issues regarding sale closure.	4.75
12/08/10	Romay, Andres G. Review and redact invoices for Mayer Brown's November time; review and analyze Vinson and Elkins reply to Vada Group's writ of mandamus request.	1.50
12/09/10	Kelley, Charles S. Revise and edit payoff letter for DIP Facility; conference with client [REDACTED]; conference with Debtor's counsel re payment of letter, etc.; conference with Huddleston [REDACTED]; draft correspondence with Debtor regarding funding issues and tasks, proceeds accounts and budget issues; conference with Debtors' counsel re resolution of KEIP issues and understandings; respond to inquiries from UBOC [REDACTED]; attention to Sanchez settlement payoff issues and amount in dispute.	5.50
12/10/10	Kelley, Charles S. Conference with Huddleston [REDACTED]; conference with Wallander/Moore on KEIP, budget and plan issues.	2.00
12/12/10	Kelley, Charles S. Attention to issues on Fee and Costs apps; review budget and items on appeal; review documents regarding sale and additional recoveries.	1.75
12/13/10	Kelley, Charles S. Attention to Stephens issues on additional expenses and fees; conference with Debtor re issues on vacation carryover; attention to budget issues and concerns; conference with Committee counsel on settlement.	1.25
12/13/10	Romay, Andres G. Analyze Stephens Inc. first and final fee application; draft and revise objection to same; call with Committee's counsel to discuss the same; email correspondence with Charles Kelley [REDACTED]; call with Clay Hufft to discuss status of plan and updated budget.	3.75
12/14/10	Kelley, Charles S. Attention to issues on appeal and professional fee burn in case; focus on issues of vacation time; attention to budget; conference with Huddleston [REDACTED]; attention to Stephens fee issues and objection; conference with Stephens counsel regarding fees; conference with Committee counsel re same; conference with R. Moore re budget and costs issues; attention to plan items.	4.50

Mayer Brown LLP

10100468
Amegy Bank
Tri-Dimension Energy

Page 4
Kelley, Charles S.

DESCRIPTION OF LEGAL SERVICES

<u>Date</u>	<u>Timekeeper Name</u>	<u>Hours</u>
12/14/10	Romay, Andres G. Prepare for court hearing on Stephens' application for fees; confer with Charles Kelley [REDACTED], review Stephens' fee application as well as the proposed exhibits.	1.50
12/15/10	Kelley, Charles S. Attention to issues on budget; conference with Huddleston [REDACTED].	2.50
12/15/10	Romay, Andres G. Travel to and from hearing on, among other things, Stephens fee application; analyze pleadings regarding the same; present arguments at hearing regarding objections to Stephens' fee application. Cross-examine witness regarding the same.	9.75
12/16/10	Kelley, Charles S. Review Stephens order and ruling of court; conference with Romay [REDACTED]; attention to issues on plan and settlement with Committee; conference with counsel for committee re same and extension of objection period; conference with client on Vada issues and handling of budget; conference with Huddleston [REDACTED].	2.00
12/16/10	Romay, Andres G. Email correspondence with client [REDACTED]; call with Debtor's counsel regarding the same.	0.25
12/17/10	Kelley, Charles S. Attention to budget and cash collateral extension; attention to issues on plan and budget deadlines.	1.00
12/17/10	Romay, Andres G. Review draft notice of extended budget; call with Charles Kelley [REDACTED], revise draft notice of extended budget.	0.50
12/20/10	Kelley, Charles S. Attention to Sanchez request on liens and Free and Clear language of order as to Banks/Lenders liens; addressing stipulation on challenge period of UCC; conference with M. Katherine [REDACTED], review issues on appeal; conference with C. Hufft re plan and issues for budget; conference with A Romay [REDACTED], conference with Huddleston [REDACTED].	2.50
12/21/10	Kelley, Charles S. Attention to budget and plan issues; conference with J. Huddleston [REDACTED], follow up with discussion with Wallander on issues of budget and plan and strategy for settlement with Vada and bringing appeal to close.	2.00
12/22/10	Romay, Andres G. Conference call with Clay Hufft regarding extended budget; email correspondence regarding the same; review revised notice of budget and provide comments to same.	0.50

Mayer Brown LLP

10100468
Amegy Bank
Tri-Dimension Energy

Page 5
Kelley, Charles S.

<u>Date</u>	<u>Timekeeper Name</u>	<u>DESCRIPTION OF LEGAL SERVICES</u>	<u>Hours</u>
12/30/10	Kelley, Charles S.	Review plan and issues on wind-up; conference with Romay [REDACTED] [REDACTED] draft detailed email to banks on TD matter and budget.	1.75
		Total Hours	69.25

Mayer Brown LLP

10100468
Amegy Bank
Tri-Dimension Energy

Page 6
Kelley, Charles S.

DISBURSEMENTS SUMMARY

<u>Disbursements</u>	<u>Amount</u>
Travel - Airfare	648.80
Travel - Other	118.00
Automated Research - Outside	82.88
Lexis	797.85
Document Reproduction	1.20
Telephone - Conference Calls	126.11
Mailing Charges - Office	39.00
Total Disbursements	\$1,813.84

REMITTANCE

Please enclose this remittance advice with your payment so
that your account may be properly credited.

Client Name: Amegy Bank
Matter: 10100468 Tri-Dimension Energy
Invoice Number: 34286887
Invoice Date: January 31, 2011

Current Invoice Amount: \$51,290.09

AMOUNT ENCLOSED: \$

MAILING ADDRESS

Mayer Brown LLP, 2027 Collection Center Dr., Chicago, Illinois 60693-0020
OR
Wire transfer to our account at Bank of America 231 S. LaSalle Street, Chicago, Illinois 60697
Account Number: 87656-63350
ABA #026-009-593
Swift Code: BOFA US 3N (for int'l wires only)

Please indicate the invoice(s) being paid.

Accounts Receivable contact: Roberto Gonzalez (312) 701-7805
rgonzalez@mayerbrown.com

FOR BANK USE ONLY:
Payor Code: 145333
Apply Invoices: 34286887

CONWAY MACKENZIE

1301 MCKINNEY
SUITE 2025
HOUSTON, TX 77010
713.650.0500 | 713.650.0502
WWW.CONWAYMACKENZIE.COM

ATLANTA | CHICAGO | DALLAS | DAYTON | DETROIT | FRANKFURT | HOUSTON | LONDON | LOS ANGELES

January 7, 2011

Private and Confidential

Mr. Charles S. Kelley, Esq.
Mayer Brown LLP
700 Louisiana Street, Suite 3400
Houston, TX 77002

Re: *TriDimension Energy, L.P.*

For professional services rendered December 1, 2010 through December 31, 2010. See enclosure for detailed list of services.

J. Young	18.90 hours @	\$475.00 per hour	\$8,977.50
J. Huddleston	92.50 hours @	\$385.00 per hour	\$35,612.50
J. Chronister	2.40 hours @	\$385.00 per hour	\$924.00
Administrative	4.10 hours @	\$165.00 per hour	\$676.50
Subtotal			\$ 46,190.50
Less: Credit Balance			<u>\$13,845.63</u>
Total Amount Due.			<u>\$ 32,344.87</u>

PAYABLE UPON RECEIPT

Wire Instructions: The Private Bank

ABA Routing # 072413586

Conway MacKenzie Houston, LLC – Account 2246848

Invoice # 17655

Page 1

Conway MacKenzie, Inc.

Daily Hourly Reports - TriDimension Energy L.P. - December 1 - 31, 2010

Invoice# 17655

Date	Professional	Activity	Description	Hours
Activity: BK-Business Analysis				
12/1/2010	Huddleston, J.	BK-Business Analysis	Review and update professional fee analysis template and research additional needed information to respond to inquiries from Amegy	0.80
12/1/2010	Huddleston, J.	BK-Business Analysis	Prepare detailed side-by-side comparison and review and normalize various budget assumptions to accurately compare key assumptions from previous sale and wind down budget to the current budget proposal for a two week DIP extension	1.60
12/1/2010	Huddleston, J.	BK-Business Analysis	Phone call with A. Romay (MB) [REDACTED]	0.50
12/1/2010	Huddleston, J.	BK-Business Analysis	Review new two-week DIP extension budget, assumptions, and documentation	1.70
12/1/2010	Huddleston, J.	BK-Business Analysis	Review and analyze information and correspondence circulated by debtor's counsel regarding status of various litigation matters and potential settlements proposed	1.10
12/1/2010	Huddleston, J.	BK-Business Analysis	Review updated budget and assumptions provided by the debtor's FA and counsel. Update analytical schedules for review by the lenders	0.90
12/1/2010	Huddleston, J.	BK-Business Analysis	Phone call with T. Perry (FTI) to review two week cash flow extension budget, discuss key assumptions and compare to prior budget proposal	0.60
12/2/2010	Huddleston, J.	BK-Business Analysis	Follow up phone call with T. Perry (FTI) to discuss key assumptions and concerns to produce another budget draft	0.30
12/2/2010	Huddleston, J.	BK-Business Analysis	Conference call with debtor's counsel and financial advisor to discuss analysis of latest two week DIP extension budget and address questions and concerns	0.60
12/2/2010	Huddleston, J.	BK-Business Analysis	Phone call with C. Kelley and A. Romay (M Brown) [REDACTED]	0.60
12/3/2010	Huddleston, J.	BK-Business Analysis	Review and refine comparative analysis and document normalizing adjustments and modifications made for a more accurate comparative analysis	1.20
12/3/2010	Huddleston, J.	BK-Business Analysis	Performed detailed review of new, one-week DIP budget extension provided by the debtor. Reviewed assumptions and created side-by-side comparison to the original sale and wind-down budget for comparative analysis to be provided to the DIP lenders	2.40
12/3/2010	Huddleston, J.	BK-Business Analysis	Draft qualitative discussion and analysis email to summarize for the agent lender observations, concerns, and recommendations relative to most recent, one-week DIP budget extension request	0.90
12/6/2010	Huddleston, J.	BK-Business Analysis	Review court docket and read and review latest relevant pleadings	0.70
12/6/2010	Huddleston, J.	BK-Business Analysis	Reviewed and analyzed debtor's daily detailed well level production report to monitor producing and non-producing wells	0.60
12/6/2010	Huddleston, J.	BK-Business Analysis	Review correspondence and respond to questions to/from Amegy and counsel [REDACTED]	0.70
12/7/2010	Huddleston, J.	BK-Business Analysis	Drafted memo of significant issues and incremental expenditures requested by the debtor in DIP extension cash flow budget and sent to client for review	0.80
12/7/2010	Huddleston, J.	BK-Business Analysis	Created summary comparative analysis schedule to provide to agent lender for discussion of latest proposed DIP extension budget request	1.90

Conway MacKenzie, Inc.

Daily Hourly Reports - TriDimension Energy L.P. - December 1 - 31, 2010

Invoice# 17655

Date	Professional	Activity	Description	Hours
12/7/2010	Huddleston, J.	BK-Business Analysis	Updated analysis of expenses incurred for delayed sale closing date and quantified potential net effect to estate	1.60
12/7/2010	Huddleston, J.	BK-Business Analysis	Phone call with C. Kelley and A. Romay (MB) [REDACTED]	0.70
12/7/2010	Huddleston, J.	BK-Business Analysis	Drafted list of questions for debtor and advisors concerning amount and timing of certain items in proposed cash flow budget	0.60
12/7/2010	Huddleston, J.	BK-Business Analysis	Detailed review and analysis of DIP extension budget submitted by the debtor. Reviewed major assumptions and expenses anticipated during the extension, compared to prior submitted budgets and actuals	2.40
12/7/2010	Huddleston, J.	BK-Business Analysis	Telephonic meeting with H. Holmes and MK Turner (Amegy) to discuss DIP extension budget, sale timing, cash flow needs through close, and environmental escrow	0.70
12/7/2010	Huddleston, J.	BK-Business Analysis	Analyze impact of latest DIP budget extension and potential incurrence of additional expenses prior to sale close on overall lender recovery. Update comparative analysis of expenses and document additional expenses and potential areas for favorable and unfavorable performance and impact to lender recovery	1.70
12/8/2010	Huddleston, J.	BK-Business Analysis	Teleconference with C. Kelley and A. Romay (MB) [REDACTED]	0.60
12/8/2010	Huddleston, J.	BK-Business Analysis	Review proposed DIP payoff amount provided by Amegy and validate amounts of final DIP draw, accrued interest, and DIP fees to be included in final funding amount	0.90
12/8/2010	Huddleston, J.	BK-Business Analysis	Review correspondence to/from Amegy and counsel at Mayer Brown [REDACTED]	0.60
12/8/2010	Huddleston, J.	BK-Business Analysis	Analyzed and summarized [REDACTED]	0.80
12/8/2010	Huddleston, J.	BK-Business Analysis	Review previously provided debtor cash flow budget covering November to validate and support amounts of lender professional and other fees to be funded and paid from final DIP draw prior to closing	1.40
12/8/2010	Huddleston, J.	BK-Business Analysis	Several calls and emails with MK Turner (Amegy) regarding sale close items, DIP funding and payoff letter requirements and documentation	1.30
12/8/2010	Huddleston, J.	BK-Business Analysis	Review court docket and pleadings relevant to DIP order and terms to provide support documentation and respond to inquiries from Amegy	1.10
12/8/2010	Huddleston, J.	BK-Business Analysis	Analyze amounts of outstanding professional fees and other amounts to be funded through the DIP prior to close, at the request of Amegy, to fund final DIP amount and prepare amount of DIP payoff letter	1.60
12/9/2010	Huddleston, J.	BK-Business Analysis	Review final DIP payoff letter and procedural instructions for handling of sale proceeds and application to outstanding debt amounts and segregation of funds	0.80
12/9/2010	Huddleston, J.	BK-Business Analysis	Summarized questions and potential issues [REDACTED]	0.70
12/9/2010	Huddleston, J.	BK-Business Analysis	Reviewed detailed support schedules to closing statement for property expense adjustment to purchase price and compared to budget and actual property expenses to validate amounts	1.30
12/9/2010	Huddleston, J.	BK-Business Analysis	Review support detail in sale closing statement to reconcile amounts included for Catahoula Lake delay rentals and other special items	0.70

Conway MacKenzie, Inc.

Daily Hourly Reports - TriDimension Energy L.P. - December 1 - 31, 2010

Invoice# 17655

Date	Professional	Activity	Description	Hours
12/9/2010	Huddleston, J.	BK-Business Analysis	Several calls with MK Turner (Amegy) to discuss final DIP funding and amounts to be applied for professional and other DIP fees and timing and process of payoff of DIP balance	0.80
12/9/2010	Huddleston, J.	BK-Business Analysis	Detailed analysis and tie out of Sanchez sale closing statement; compared addbacks and deducts to reported and budgeted financial information to validate expense addbacks. Reviewed detailed support tabs and support schedules and summarized findings in memo to Agent lender.	2.10
12/9/2010	Huddleston, J.	BK-Business Analysis	Several phone calls with C. Kelley (MB) and debtor's counsel to discuss questions on closing statement, KEIP, environmental escrow, and other issues	0.80
12/9/2010	Huddleston, J.	BK-Business Analysis	Updated lender waterfall recovery analysis with final closing values and adjustments, final DIP payoff amounts, and latest estimates of potential administrative claims to be incurred through wind-down and confirmation	1.50
12/9/2010	Huddleston, J.	BK-Business Analysis	Review schedules of proposed KEIP amounts to understand and advise Amegy on amount of proposed final KEIP payment for remaining management. Reviewed correspondence to/from Amegy re same and provide information relative to amounts and timing of potential KEIP payments	0.60
12/9/2010	Huddleston, J.	BK-Business Analysis	Reviewed and analyzed latest budgets distributed by the debtor to update projections of potential wind-down expenses and amounts to be considered in overall lender recovery	1.40
12/10/2010	Huddleston, J.	BK-Business Analysis	Review and analyze correspondence and issues related to pending KEIP payments and anticipated timing related to initial and final payments	0.60
12/10/2010	Huddleston, J.	BK-Business Analysis	Review and analyze information relative to initial and proposed final KEIP payments to confirm amounts to be paid and status of amounts approved in current budgets	1.00
12/13/2010	Huddleston, J.	BK-Business Analysis	Review and analyze funding request for debtor professional fees and other disbursements, compared to budget, reconciled professional fees to latest fee statements, at the request of Amegy	1.10
12/13/2010	Huddleston, J.	BK-Business Analysis	Phone call with Amegy bank to review several issues regarding professional fees, budget timing, funding request from the debtor, etc	0.80
12/13/2010	Huddleston, J.	BK-Business Analysis	Review communications from debtor's counsel and analyze issues related to amount and timing of KEIP payments for senior management	0.60
12/14/2010	Huddleston, J.	BK-Business Analysis	Conference call with C. Kelley and A. Romay (Mayer Brown) [REDACTED]	0.60
12/14/2010	Huddleston, J.	BK-Business Analysis	Detailed review of professional fee assumptions in wind-down budget and reconciled amounts already paid in previous budget periods or at close to understand and quantify go-forward amounts projected to be incurred	1.60
12/14/2010	Huddleston, J.	BK-Business Analysis	Review and research inquiry from Amegy regarding check draw activity on the debtor's operating account; draft response with findings and action needed	0.90
12/14/2010	Huddleston, J.	BK-Business Analysis	Performed comparative analysis from previous budgets to the current proposal and quantified incremental cost to Amegy for delays in sale closing and other items that contributed to the net budget increases	1.50
12/14/2010	Huddleston, J.	BK-Business Analysis	Meeting with J. Young (CMI) to discuss updated budget provided by T. Perry (FTI)	0.60

Conway MacKenzie, Inc.

Daily Hourly Reports - TriDimension Energy L.P. - December 1 - 31, 2010

Invoice# 17655

Date	Professional	Activity	Description	Hours
12/14/2010	Huddleston, J.	BK-Business Analysis	Teleconference with T. Perry (FTI) to discuss assumptions and significant changes in latest round of wind-down budget	1.00
12/14/2010	Huddleston, J.	BK-Business Analysis	Reviewed information and communications relative to debtor professional fees above budget related to Vada litigation and proposal to the lenders to fund the unbudgeted expense	0.70
12/14/2010	Huddleston, J.	BK-Business Analysis	Analyzed current and previous wind-down budget and created bridge analyzed from prior proposed wind-down budget need request and the current budget to identify and quantify major sources of changes and detail out increases and decreases in funding need	1.80
12/15/2010	Huddleston, J.	BK-Business Analysis	Detailed review and tie out of full cash flow model provided by the debtors to understand and reconcile detailed assumptions for each line item and extract additional detailed data for comparative analysis and documentation of key assumptions for communication with lenders	1.90
12/15/2010	Huddleston, J.	BK-Business Analysis	Review updated budget circulated by debtor's financial advisor to understand significant changes to assumptions and update schedules where necessary	1.50
12/15/2010	Huddleston, J.	BK-Business Analysis	Continue review of latest proposed cash flow; created summary schedule of remaining budget period to quantify remaining expense estimate to finish case, exclusive of amounts already incurred for Amegy to consider. Identified areas for potential savings and considered alternatives to proceeding	2.10
12/15/2010	Huddleston, J.	BK-Business Analysis	Phone call with C. Kelley (MB) [REDACTED]	0.60
12/16/2010	Huddleston, J.	BK-Business Analysis	Review communication regarding issue with debtor's extension of time to accept or reject its office lease. Review budget to advise on anticipated timing and amount of rent payment related to subject property lease	1.00
12/16/2010	Huddleston, J.	BK-Business Analysis	Meeting with J. Young (CMI) to review and discuss updated budget provided by T. Perry (FTI)	1.20
12/16/2010	Huddleston, J.	BK-Business Analysis	Teleconference with MK Turner (Amegy) to review latest cash flow budget, discuss assumptions, funding options, etc	0.80
12/16/2010	Huddleston, J.	BK-Business Analysis	Teleconference with C. Kelly (MB) and B. Wallander (V&E) to discuss cash flow budget, lenders' concerns and questions, and timing of approvals, other terms, etc	0.70
12/16/2010	Huddleston, J.	BK-Business Analysis	Follow up call with MK Turner to discuss additional questions about the proposed cash flow budget extension, case process and timing, etc	0.60
12/17/2010	Huddleston, J.	BK-Business Analysis	Modified and updated recovery schedule with latest estimates and additional information on costs and other items to be settled at confirmation and forwarded back to Amegy	0.70
12/17/2010	Huddleston, J.	BK-Business Analysis	Review analysis of lender recoveries and proforma debt paydown analysis received from Amegy; reviewed assumptions and amounts for cure costs to ensure accuracy and completeness of calculations by Amegy	1.20
12/17/2010	Huddleston, J.	BK-Business Analysis	Review additional 3rd revised budget from the debtor to understand changes and potential impact to any analysis or observations previously communicated to the client	0.90
12/17/2010	Huddleston, J.	BK-Business Analysis	Analyzed and evaluated various recovery scenarios for lenders assuming varying levels of expenses to carry case out to confirmation; ran scenarios to understand and estimate current reasonable range of recoveries under various assumptions of expense and timing to confirmation	1.70

Conway MacKenzie, Inc.

Daily Hourly Reports - TriDimension Energy L.P. - December 1 - 31, 2010

Invoice# 17655

Date	Professional	Activity	Description	Hours
12/21/2010	Huddleston, J.	BK-Business Analysis	Review court docket and latest relevant case pleadings	0.80
12/22/2010	Huddleston, J.	BK-Business Analysis	Review and update analysis of net sale proceeds and potential lender recoveries based on updated information and potential future costs to be incurred in sale wind down	1.50
12/23/2010	Huddleston, J.	BK-Business Analysis	Reviewed court docket and latest relevant case pleadings	0.70
12/23/2010	Huddleston, J.	BK-Business Analysis	Reviewed and analyzed documentation of latest cash flow budget assumptions and compared most recent schedules of actual receipts and disbursements activity to identify areas to review with debtor and focus on for reporting and monitoring in wind-down phase	1.60
12/23/2010	Huddleston, J.	BK-Business Analysis	Updated estimate of cumulative administrative expenses incurred and outstanding to be paid at confirmation and included in lender recovery analysis	1.20
12/28/2010	Huddleston, J.	BK-Business Analysis	Reviewed court docket and recent relevant case pleadings	0.80
12/29/2010	Huddleston, J.	BK-Business Analysis	Review funding request from the debtor to Amegy; reviewed proposed uses compared to budget, amount and timing of proposed line items, etc	1.80
12/29/2010	Huddleston, J.	BK-Business Analysis	Review debtor bank account activity provided by agent to reconcile expense activity to amounts provided for in transaction closing and purchase price, at the request of agent	0.70
12/29/2010	Huddleston, J.	BK-Business Analysis	Several calls and emails to/from MK Turner (Amegy) regarding debtor funding request, professional fee amounts, and information requested from debtor and reconciliations to be completed regarding purchase price adjustments	1.20
12/29/2010	Huddleston, J.	BK-Business Analysis	Reviewed requested wire transfers for professional fee invoices. Compared amounts and tied out to invoices and court pleadings approving payments at the request of Amegy	1.20
12/30/2010	Huddleston, J.	BK-Business Analysis	Review of latest cash flow budget distributed by the debtor to update lender recovery analysis and respond to lender group inquiries regarding amount and timing of wind down scenario currently proposed	0.70
12/30/2010	Huddleston, J.	BK-Business Analysis	Summarize for Amegy key assumptions and issues regarding current estimates of lender recoveries, amount of administrative claims and other offsets impacting lender recoveries	1.10
12/30/2010	Huddleston, J.	BK-Business Analysis	Updated lender recovery analysis for most recent estimates of administrative expenses and wind down costs at the request of Agent and other lender group members	1.70
Total for Huddleston, J.				87.30

Activity: Fee/Employment Application

12/6/2010	Huddleston, J.	Fee/Employment Application	Detailed review and reconciliation of November 2010 time slips entries to ensure accurate billings and time descriptions are in compliance with reporting standards. Modify and edit as necessary to prepare final invoice	1.70
12/6/2010	Huddleston, J.	Fee/Employment Application	Review and tie out November 2010 time detail for all professionals and prepare invoice and support documentation	1.40
12/6/2010	Huddleston, J.	Fee/Employment Application	Final preparation and review of November 2010 fee statement, invoice, and support documentation prior to submission	0.80

Conway MacKenzie, Inc.

Daily Hourly Reports - TriDimension Energy L.P. - December 1 - 31, 2010

Invoice# 17655

Date	Professional	Activity	Description	Hours
12/28/2010	Huddleston, J.	Fee/Employment Application	Reviewed and edited detailed time descriptions for the month of December 2010; reconciled hourly billings and began preparing documentation for December 2010 fee statement	1.30
Total for Huddleston, J.				5.20
Activity: BK-Business Analysis				
12/2/2010	Chronister, J.	BK-Business Analysis	Review proposed budget extension and related professional fee exhibits; telephone call [REDACTED]	2.40
Total for Chronister, J.				2.40
Activity: BK-Business Analysis				
12/2/2010	Young, J.	BK-Business Analysis	Review of documents related to budget extension and discussion with J. Huddleston re same	1.20
12/3/2010	Young, J.	BK-Business Analysis	Review of docket report and relevant pleadings	1.70
12/6/2010	Young, J.	BK-Business Analysis	Multiple meetings with counsel and Amegy [REDACTED]	1.70
12/7/2010	Young, J.	BK-Business Analysis	Continued meetings with counsel and Amegy related to [REDACTED]	3.20
12/8/2010	Young, J.	BK-Business Analysis	Continued meetings with counsel and Amegy related to [REDACTED]	1.40
12/14/2010	Young, J.	BK-Business Analysis	Multiple meetings with counsel and Amegy related to [REDACTED]	3.40
12/14/2010	Young, J.	BK-Business Analysis	Review of updated budget provided by T. Perry (FTI); discussion with J. Huddleston re same	2.60
12/16/2010	Young, J.	BK-Business Analysis	Review of updated budget provided by T. Perry (FTI); discussion with J. Huddleston re same	1.20
12/17/2010	Young, J.	BK-Business Analysis	Review of updated budget provided by T. Perry (FTI)	0.60
12/23/2010	Young, J.	BK-Business Analysis	Review of docket report and relevant pleadings	1.10
Total for Young, J.				18.10
Activity: Fee/Employment Application				
12/3/2010	Young, J.	Fee/Employment Application	Review of application for fees for November 2010 fees statement	0.80
Total for Young, J.				0.80

Conway MacKenzie, Inc.

Daily Hourly Reports - TriDimension Energy L.P. - December 1 - 31, 2010

Invoice# 17655

<u>Date</u>	<u>Professional</u>	<u>Activity</u>	<u>Description</u>	<u>Hours</u>
<u>Activity: BK-Business Analysis</u>				
12/1/2010	Hughes, K.	BK-Business Analysis	Management of pleadings and case related documents	0.80
12/8/2010	Hughes, K.	BK-Business Analysis	Management of pleadings and case related documents	0.60
12/15/2010	Hughes, K.	BK-Business Analysis	Management of pleadings and case related documents	0.60
12/21/2010	Hughes, K.	BK-Business Analysis	Management of pleadings and case related documents	0.60
Total for Hughes, K.				2.60

Activity: Fee/Employment Application

12/3/2010	Hughes, K.	Fee/Employment Application	Preparation of November 2010 fee statements documents for final review	1.50
Total for Hughes, K.				1.50

Summary for Activity: BK-Business Analysis

<u>Professional</u>	<u>Hours</u>
Young, J.	18.10
Huddleston, J.	87.30
Chronister, J.	2.40
Hughes, K.	2.60
Total	110.40

Summary for Activity: Fee/Employment Application

<u>Professional</u>	<u>Hours</u>
Young, J.	0.80
Huddleston, J.	5.20
Hughes, K.	1.50
Total	7.50

Total Hours for Invoice, By Professional

<u>Professional</u>	<u>Hours</u>
Young, J.	18.90
Huddleston, J.	92.50
Chronister, J.	2.40
Hughes, K.	4.10
Total	117.90

Total Fees, By Professional

<u>Professional</u>	<u>Fees</u>
Young, J.	\$8,977.50
Huddleston, J.	\$35,612.50
Chronister, J.	\$924.00
Hughes, K.	\$676.50
Total	\$46,190.50

Total Fees & Out-of-Pocket Expenses	\$46,190.50
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